

ENTERED

September 20, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CINEWORLD GROUP PLC, *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)
) Case No. 22-90168 (MI)
)
) (Jointly Administered)
)**FINAL DECREE CLOSING CERTAIN OF THE CHAPTER 11 CASES**

Upon the motion (the “Motion”)² of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and before the Effective Date of the Plan, collectively, the “Debtors”) for entry of a final decree (this “Final Decree”) pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, closing the Affiliate Cases, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is permissible pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/cineworld>. The location of Reorganized Debtor Cineworld Group plc’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is: 8th Floor Vantage London, Great West Road, Brentford, England, TW8 9AG, United Kingdom.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the *Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization of Cineworld Group plc and Its Debtor Subsidiaries* [Docket No. 1943] (as amended, supplemented, or otherwise modified from time to time, the “Plan”), as applicable.

the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The following Affiliate Cases are hereby closed; *provided* that this Court shall retain jurisdiction as provided in the Plan, the Confirmation Order, and this Final Decree:

Affiliate Debtor	Case No.
A 3 Theatres of San Antonio, Ltd.	22-90167
Cineworld Group plc	22-90168
Cinebarre, LLC	22-90169
Busby AssignCo, LLC	22-90170
Cinemas Associates, LLC	22-90171
13th Avenue Partners, L.L.C.	22-90172
Regal Gallery Place, LLC	22-90173
The Movie Machine, L.L.C.	22-90174
Regal Entertainment Holdings, Inc.	22-90175
A 3 Theatres of Texas, Inc.	22-90176
UA Shor, LLC	22-90177
Regal Entertainment Holdings II LLC	22-90178
UA Swansea, LLC	22-90179
Consolidated Theatres Management, L.L.C.	22-90180
Regal Entertainment Group	22-90181
United Artists Properties I Corp.	22-90182
Regal/ATOM Holdings, LLC	22-90183
United Artists Realty Company	22-90184
Regal Distribution, LLC	22-90185
Regal Cinemas Holdings, Inc.	22-90186
Regal/Cinebarre Holdings, LLC	22-90187
Crown Finance US, Inc.	22-90188
Regal Distribution Holdings, LLC	22-90189
Frederick Plaza Cinema, Inc.	22-90190
Crown Intermediate Holdco, Inc.	22-90191

RCI/FSSC, LLC	22-90192
Regal Cinemas II, LLC	22-90193
Crown Theatre Corporation	22-90194
Eastgate Theatre, Inc.	22-90195
RCI/RMS, LLC	22-90196
Regal Cinemas, Inc.	22-90197
Edwards Theatres, Inc.	22-90198
Regal CineMedia Corporation	22-90199
Regal - 18 LLC	22-90200
Regal CineMedia Holdings, LLC	22-90201
Regal Cinemas Corporation	22-90202
Ragains Enterprises LLC	22-90203
R.C. Cobb II, LLC	22-90204
R.C. Cobb, Inc.	22-90205
Great Escape LaGrange LLC	22-90206
Regal/DCIP Holdings, LLC	22-90207
United Artists Theatre Circuit II, LLC	22-90208
Cineworld South East Cinemas Limited	22-90209
Great Escape LLC	22-90210
RegalRealty - 17, LLC	22-90211
United Artists Theatre Circuit, Inc.	22-90212
United Artists Theatre Company	22-90213
City Screen (Brighton) Limited	22-90214
Richmond I Cinema, L.L.C.	22-90215
City Screen (Liverpool) Limited	22-90216
Valeene Cinemas, LLC	22-90217
City Screen (S.O.A.) Limited	22-90218
Picturehouse Bookings Limited	22-90219
Wallace Theater Holdings, Inc.	22-90220
Great Escape of Nitro, LLC	22-90221
Regal Investment Company	22-90222
City Screen (Stratford) Limited	22-90223
Warren Oklahoma Theatres, Inc.	22-90224
Picturehouse Cinemas Limited	22-90225
Great Escape of O'Fallon, LLC	22-90226
City Screen (York) Limited	22-90227
Cineworld Elite Picture Theatre (Nottingham) Limited	22-90228

Picturehouse Entertainment Limited	22-90229
Classic Cinemas Limited	22-90230
Cineworld Estates Limited	22-90231
Great Escape Theatres of Bowling Green, LLC	22-90232
Regal Licensing, LLC	22-90233
Crown UK HoldCo Limited	22-90234
Cineworld Funding (Jersey) Limited	22-90235
Great Escape Theatres of Harrisburg, LLC	22-90236
Poole Cinema 2 Limited	22-90237
Regal Stratford, Inc.	22-90238
Great Escape Theatres of Lebanon, LLC	22-90239
Cineworld Holdings Limited	22-90240
Cineworld Cinema Properties Limited	22-90241
Great Escape Theatres of New Albany, LLC	22-90242
Cineworld Cinemas Holdings Limited	22-90243
Cineworld HunCo Kft.	22-90244
Augustus 1 Limited	22-90245
Cineworld Cinemas Limited	22-90246
Augustus 2 Limited	22-90247
Empire Cinema 2 Limited	22-90248
Basildon Cinema Number Two 2 Limited	22-90249
Bromley Cinema 2 Limited	22-90250
Cine-UK Limited	22-90251
Basildon Cinema 2 Limited	22-90252
Gallery Cinemas Limited	22-90253
Gallery Holdings Limited	22-90254
Hemel Hempstead Two Cinema 2 Limited	22-90255
Newcastle Cinema 2 Limited	22-90256
Newman Online Limited	22-90257
CS (Brixton) Limited	22-90258
CS (Exeter) Limited	22-90259
CS (Norwich) Limited	22-90260
Hoyts Cinemas Corporation	22-90261
Oklahoma Warren Theatres II, LLC	22-90262
McIntosh Properties, LLC	22-90263
Interstate Theatres Corporation	22-90264
Hollywood Theaters III, Inc.	22-90265

Pacific Rim Business Development Corporation	22-90266
Next Generation Network, Inc.	22-90268
Oklahoma Warren Theatres, LLC	22-90269
Hollywood Theaters, Inc.	22-90270
Great Escape Theatres, LLC	22-90271

2. The Remaining Case of Lois Business Development Corporation, Case No. 22-90267, shall remain open pending the entry of a final decree by this Court closing the Remaining Case.

3. The clerk shall designate on the dockets of the Affiliate Cases that the cases are now being administered under the Remaining Case. The Reorganized Debtors shall make a docket entry in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of Lois Business Development Corporation, Case No. 22-90267. The docket in Case No. 22-90267 should be consulted for all matters affecting this case.

4. The following caption shall be used in the Remaining Case going forward:

In re:)	
)	Chapter 11
)	
LOIS BUSINESS DEVELOPMENT)	Case No. 22-90267 (MI)
CORPORATION,)	
)	(Formerly Jointly Administered Under
Reorganized Debtor.)	Lead Case Cineworld Group plc,
)	Case No. 22-90168)

5. The Court retains jurisdiction and authority with regard to the Remaining Matters,³ whether or not they pertain to the Remaining Case or the Affiliate Cases and whether or not they are pending before the Court in the Remaining Case or the Affiliate Cases. Any actions with regard to the Remaining Matters, including with respect to the Claims Reconciliation Process, the Cure Reconciliation Process, and Fee Applications, whether currently pending in an Affiliate Case or not, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen any Affiliate Case. The Remaining Case shall remain open pending further order of the Court, and, from and after the date of entry of this Final Decree, all motions, notices, and other pleadings related to any of the Debtors or Reorganized Debtors, as applicable, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen the Affiliate Cases, and the Court shall retain jurisdiction over any pending matter before the Court and over the Remaining Case. The closing of the Affiliate Cases shall not affect the rights of any parties to any pending matters before the Court or on appeal in such Affiliate Cases or the Remaining Case. Without limiting anything in this paragraph 5 or the rights and remedies of any other party in interest, for the avoidance of doubt, the entry of this Final Decree is without prejudice to Lumen Technologies, Inc.'s, and its applicable parents', subsidiaries, and affiliates', rights, remedies, claims, and causes of action against any Debtor or Reorganized Debtor, as applicable, all of which are preserved by entry of this Final Decree.

6. Any failure of the Reorganized Debtors, or any entity authorized pursuant to the Plan, as applicable, to file an objection to any claim against or interest in any Reorganized Debtor

³ For the avoidance of doubt, Remaining Matters shall not include Avoidance Actions (as defined in the Plan). *See* Confirmation Order, ¶ 55 (“Notwithstanding anything to the contrary in the Plan, effective on the Effective Date, the Debtors, on behalf of themselves and their Estates, shall release and waive any and all Avoidance Actions.”); *see also*, Plan Art. IV.R.

on or prior to entry of this Final Decree shall not constitute allowance of the claim or interest and shall not result in such claim or interest being deemed Allowed (as defined in the Plan) against or in any Debtor or Reorganized Debtor; *provided* that nothing herein shall waive the requirement for any Reorganized Debtor, or any other entity authorized pursuant to the Plan, to timely file an objection to a claim or interest by the applicable deadline set forth in the Plan, as it may be extended from time to time. Any timely objections to claims against or interests in the Reorganized Debtors may be filed, administered, and adjudicated in the Remaining Case.

7. Within 21 days after entry of this Final Decree, the Reorganized Debtors of the Affiliate Cases shall file post-confirmation reports for the period from July 1, 2023, to the date this Final Decree is entered.

8. The Reorganized Debtors shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) for the Affiliate Cases by the later of (i) 21 days after the date of entry of the Final Decree and (ii) the date on which such quarterly fees are otherwise due. This Court shall retain jurisdiction to enforce fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

9. Quarterly disbursements for the Remaining Case will be reported in post-confirmation reports and quarterly fees will be paid when due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) pending the entry of a final decree by this Court closing the Remaining Case.

10. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of the Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Reorganized Debtors, or any entity authorized pursuant to the Plan, as applicable, to timely dispute any claims filed against the

Reorganized Debtors in these Chapter 11 Cases, as provided in the Plan and the Confirmation Order.

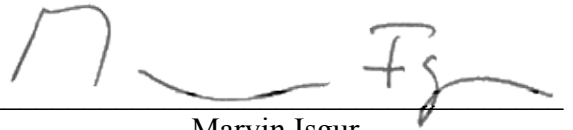
11. This Final Decree shall be effective and enforceable upon its entry.

12. The Reorganized Debtors and any entity authorized pursuant to the Plan, and their respective agents, are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

Signed: September 20, 2023

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Marvin Isgur
United States Bankruptcy Judge